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UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA

RIMINI STREET, INC., a Nevada corporation

Plaintiff,

v.

ORACLE INTERNATIONAL
CORPORATION, a California corporation,

Defendant.

Case No. Case No. 2:14-cv-01699-LRH-PAL

**FIRST AMENDED COMPLAINT FOR
DECLARATORY JUDGMENT**

(JURY DEMAND)

Plaintiff Rimini Street, Inc. ("Rimini") for its First Amended Complaint for Declaratory
Judgment against Defendant Oracle International Corporation alleges as follows:

NATURE OF THE ACTION AND FACTUAL BACKGROUND

1. Plaintiff Rimini seeks a judgment declaring that, since at least July 31, 2014, it has not infringed Oracle's PeopleSoft software copyrights identified in Section 28 of this Complaint.

2. Oracle¹ is the world's largest enterprise software company. Oracle also provides support services for the enterprise software applications it licenses to customers. Rimini Street provides after-market support services for enterprise software applications—including software applications licensed by Oracle.

3. Rimini Street is Oracle's fastest-growing competitor for the after-market support business of Oracle's PeopleSoft enterprise software products.

4. On January 25, 2010, Oracle filed a Complaint against Rimini Street in the District of Nevada alleging, *inter alia*, infringement under 17 U.S.C. § 106 of various copyrights that purportedly covered "numerous versions of Oracle software, including the updates, patches and fixes incorporated in each relevant version, service packs of Oracle updates, patches and fixes, and individual exemplar Software and Support Materials, including certain Oracle knowledge management solutions and certain Oracle updates, patches and fixes." *Oracle USA, Inc., et al v. Rimini Street, Inc., et al*, Case No. 2:10-cv-00106 (D. Nev.),² Dkt. 1.

5. On March 29, 2010, Rimini Street answered Oracle's Complaint, denying Oracle's copyright infringement allegations. *Oracle v. Rimini Street*, Dkt. 30. Rimini Street asserted that its license agreements, or the license agreements of its clients, authorized its activities with respect to the asserted copyrights. *See, e.g., Rimini Street's Second Affirmative Defense, Oracle v. Rimini Street*, Dkt. 30 at 25.

6. On March 30, 2012, Oracle filed a First Motion for Partial Summary Judgment of Infringement, moving for summary judgment of infringement of eight copyright registrations relating to Rimini Street's provision of services for four of its clients. *Oracle v. Rimini Street*, Dkts. 237, 246. In Rimini Street's Response, it argued that various provisions of its clients' license

¹ As used herein "Oracle" refers to collectively to Defendant Oracle International Corporation, as well it related corporate entities Oracle USA, Inc. ("Oracle USA"), Oracle America, Inc. ("Oracle America").

² Hereinafter "*Oracle v. Rimini Street*."

1 agreements Oracle authorized Rimini's activities with respect to these clients. *See Oracle v.*
2 *Rimini Street*, Dkt. 266.

3 7. On February 13, 2014, the Court in *Oracle v. Rimini Street* issued an Order on
4 Oracle's First Motion for Partial Summary Judgment, finding that Rimini Street had infringed six
5 of Oracle's copyrights relating to PeopleSoft software when provisioning services to two of
6 Rimini Street's PeopleSoft clients. *Oracle v. Rimini Street*, Dkt. 474..

7 8. While Rimini Street respectfully disagrees with the Court's February 13, 2014
8 Order finding infringement of Oracle's PeopleSoft software and reserves its right to appeal the
9 same, Rimini Street modified its services to discontinue use of the processes the Court found to be
10 infringing. . By July 31, 2014, Rimini Street had completed its migration to processes compliant
11 with the Court's February 13, 2014 Order.

12 9. Given this change in Rimini's processes for supporting Oracle's PeopleSoft
13 software, Rimini Street and Oracle jointly requested a case management conference ("CMC") in
14 the *Oracle v. Rimini Street* to determine the impact of Rimini's modified services on the trial in
15 that matter. *See generally* Dkt. 490. In the parties' CMC request, Oracle asserted Rimini Street's
16 new processes for supporting PeopleSoft were "suspect" and raised "significant suspicions that
17 Rimini's 'new' support model involves all the same infringing acts as the 'old' support model that
18 the Court has already ruled was copyright infringement" *Id.* at 5. Oracle also asserted that
19 evidence of Rimini's new processes for supporting PeopleSoft should not be included in the
20 *Oracle v. Rimini Street* case based on the supposed necessity of "six months to a year of intensive
21 discovery," after which Oracle is "confident it could show that Rimini's new support process is
22 old wine in a new bottle and every bit as infringing as the old process." *Id.* at 7–8.

23 10. The Court scheduled and conducted the requested CMC on October 9, 2014.
24 During the course of the conference, the Court made clear that the trial in *Oracle v. Rimini Street*
25 would not address liability or damages arising after the Court's February 13, 2014 Order, finding
26 that no additional discovery regarding Rimini's transition to a different service model was
27 necessary in that case. During the course of the conference in open court, counsel for Oracle made
28

1 reference to future litigation to address alleged post-February 2014 infringement claims by Oracle
2 against Rimini related to Rimini's new support processes for Oracle's PeopleSoft software.

3 11. Given this outcome, and in light of Oracle International Corporation's continuing
4 claims that Rimini's new processes for supporting Oracle's PeopleSoft software are infringing,
5 Rimini now brings this suit seeking a declaration that, since at least July 31, 2014, Rimini's
6 processes for supporting Oracle's PeopleSoft software do not infringe Oracle's PeopleSoft
7 software copyrights.

8 **PARTIES**

9 12. Plaintiff Rimini Street, a Nevada corporation with its headquarters in Las Vegas, is
10 a leading provider of independent support and maintenance for enterprise software, including
11 software licensed by Oracle.

12 13. Defendant Oracle International Corporation is a California corporation, with its
13 principal place of business in Redwood City, California. Oracle International Corporation is the
14 owner or exclusive licensee of the copyrights at issue in this action.

15 **JURISDICTION AND VENUE**

16 14. This Court has original jurisdiction over the subject matter of this lawsuit pursuant
17 to 28 U.S.C. §§ 1331 and 1338 because this case arises under the Copyright Act, 17 U.S.C. §§ 101
18 *et seq.* This lawsuit is brought pursuant to the Declaratory Judgment Act, 28 U.S.C. § 2201.

19 15. Plaintiff is informed and believes, and upon such information and belief alleges,
20 that Defendant has systematically and continuously availed itself of the privilege of doing business
21 in Nevada to exploit the copyrights at issue in this action. These copyrights are currently being
22 asserted against Plaintiff in *Oracle v. Rimini Street*, which Defendant itself brought in this District.
23 Defendant therefore has sufficient contacts with this District, both generally and specifically in
24 connection with the facts alleged in this action. Oracle International Corporation is thus subject to
25 personal jurisdiction in this Court.

26 16. Venue in this District is appropriate, pursuant to 28 U.S.C. § 1391, because a
27 substantial part of the events giving rise to the dispute occurred in this District and because the
28 Court has personal jurisdiction over the Defendant as alleged throughout this Complaint.

1 17. Assignment to the Las Vegas division is proper under Civil Local Rule IA8-1(a),
2 because this action arises, in part, in Las Vegas, where Rimini Street is headquartered and where
3 *Oracle v. Rimini Street* is pending.

4 **DEFENDANT'S ACTS COMPRISING ACTUAL CONTROVERSY**

5 18. Plaintiff re-avers and re-states the foregoing Paragraphs 1–17 inclusively as if fully
6 set forth herein.

7 19. In spite of Rimini's current processes for supporting Oracle's PeopleSoft software
8 being designed to comply with the Court's February 13, 2014 Order in *Oracle v. Rimini Street*,
9 Oracle continues to allege that Rimini's PeopleSoft support processes infringe Oracle's PeopleSoft
10 software copyrights.

11 20. In its recent public filings with this Court in *Oracle v. Rimini Street*, Oracle,
12 including Oracle International Corporation, referred to Rimini's new processes for supporting
13 Oracle's PeopleSoft software as "suspect," and "raise[d] significant suspicions that Rimini's 'new'
14 support model involves all the same infringing acts as the 'old' support model that the Court has
15 already ruled was copyright infringement."

16 21. Regarding the specific differences between Rimini's old and new processes for
17 supporting Oracle's PeopleSoft software, Oracle alleged, "[t]he only apparent difference between
18 the 'new' and the 'old' does not appear to be a change in the development process, but that
19 Rimini's conduct takes place in the cloud"

20 22. Oracle alleges that Rimini's support of PeopleSoft customers implicates
21 "infringement no matter where that happens."

22 23. Oracle claims that "Oracle is confident it could show that Rimini's new support
23 process is old wine in a new bottle and every bit as infringing as the old process."

24 24. Oracle International Corporation's statements make clear that a credible threat of
25 immediate litigation exists for copyright infringement against Rimini.

26 25. In light of Oracle International Corporation's public statements in this Court and
27 to Rimini's current and prospective clients, there presently exists a justiciable controversy
28 regarding the Plaintiff's right to provide PeopleSoft software support free of any allegation by

Oracle that such conduct constitutes an infringement of Oracle's PeopleSoft copyrights listed in Section 28 of this Complaint. The parties are plainly competitors at war, and the form of the war is Rimini's processes for providing support for Oracle's PeopleSoft software and related copyrights, and, thus, the Parties have adverse legal interests over a dispute of sufficient reality that is capable of conclusive resolution through a declaratory judgment.

CLAIM FOR RELIEF:

(Declaration of Non-Infringement of Copyright)

26. Plaintiff re-avers and re-states the foregoing Paragraphs 1–25 inclusively as if fully set forth herein.

27. This is a declaratory judgment action under (i) the United States Copyright Act of 1976, 17 U.S.C. § 101 *et seq.* (the "Copyright Act"), and 28 U.S.C. §§ 2201 and 2202 (the Declaratory Judgment Act). As an actual justiciable controversy exists by way of the credible threat of immediate litigation, Plaintiff seeks relief from this Court.

28. In light of the changes to Rimini's processes for providing support for Oracle's PeopleSoft software since this Court's February 2014 Order, Plaintiff requests a judgment declaring that, since at least July 31, 2014, Plaintiff has not infringed Oracle's PeopleSoft software copyrights identified, dated and numbered below:

Title of Work	Date of Registration	Registration Number
PeopleTools 7.5	November 20, 1998	TX 4-792-578
PeopleSoft 7.0 financials, distribution & manufacturing 7.0	December 15, 1998	TX 4-792-576
PeopleSoft HRMS 7.0	December 15 1998	TX 4-792-577
PeopleSoft HRMS 7.5	December 15, 1998	TX 4-792-575
PeopleSoft Financials, Distribution & Manufacturing 7.5	December 15, 1998	TX 4-792-574
PeopleTools 8.10	September 5, 2000	TX 5-266-221
PeopleSoft Financials and Supply Chain Management (FIN/SCM) 8.0	November 20, 2000	TX 5-291-439
PeopleSoft 8 HRMS PeopleBooks	November 28, 2000	TX 5-311-638

1	PeopleSoft 8 Financials and Supply Chain Management PeopleBooks	November 28, 2000	TX 5-311-637
2	PeopleSoft 8 HRMS SP1	March 26, 2001	TX 5-501-312
3	PeopleSoft 8 FIN/SCM SP1	March 26, 2001	TX 5-501-313
4	PeopleSoft 8 EPM SP3	March 30, 2001	TX 5-345-698
5	PeopleSoft 8 Customer Relationship Management PeopleBooks	September 27, 2001	TX 5-456-778
6	PeopleSoft 8 Promotions Management, Collaborative Supply Management, eRFQ, Supplier Connection, and Supply Chain Portal Pack PeopleBooks	September 27, 2001	TX 5-456-781
7			
8			
9	PeopleSoft 8 Customer Relationship Management	September 27, 2001	TX-5-456-777
10	PeopleSoft 8 Financials and Supply Chain Management: Service Pack 2	September 27, 2001	TX-5-456-780
11	PeopleSoft 8 FIN/SCM SPI PeopleBooks	October 19, 2001	TX 5-595-355
12	PeopleSoft 8 Student Administration Solutions PeopleBooks	November 30, 2001	TX 5-431-290
13			
14	PeopleSoft 8.3 HRMS PeopleBooks	February 1, 2002	TX 5-469-031
15	PeopleSoft 8.3 HRMS	February 1, 2002	TX 5-469-032
16	PeopleSoft 8.3 Enterprise Performance Management PeopleBooks	March 11, 2002	TX 5-485-842
17	PeopleSoft 8.3 Enterprise Performance Management	March 11, 2002	TX 5-485-839
18	PeopleSoft 8.1 Customer Relationship Management PeopleBooks	March 20, 2002	TX 5-733-209
19			
20	PeopleSoft 8.1 Customer Relationship Management	March 20, 2002	TX 5-493-450
21	PeopleSoft 8.4 Financials and Supply Chain Management	August 5, 2002	TX-5-586-247
22	PeopleTools 8.4	August 5, 2002	TX 5-586-248
23	PeopleTools 8.4 PeopleBooks	August 5, 2002	TX 5-586-249
24	PeopleSoft 8.4 Financials and Supply Chain Management PeopleBooks	August 5, 2002	TX 5-586-246
25	PeopleSoft 8.4 Customer Relationship Management PeopleBooks	August 7, 2002	TX 5-586-236
26	PeopleSoft 8.8 HRMS	June 11, 2004	TX 6-093-947
27	PeopleSoft 8.8 Customer Relationship Management	June 11, 2004	TX 6-015-317
28	PeopleSoft 8.8 Enterprise Performance Management	June 11, 2004	TX-5-993-616

Database of Documentary Customer Support Materials for PeopleSoft Software	July 1, 2009	TXu1-607-454
PeopleSoft HRMS 8.8 SP1	February 10, 2010	TX 7-065-376
PeopleSoft HRMS 8.9	February 10, 2010	TX 7-065-381
PeopleSoft HRMS 9.0	February 10, 2010	TX 7-065-386
PeopleSoft HRMS 9.1	February 10, 2010	TX 7-065-398
PeopleSoft Customer Relationship Management 8.8 SP1	February 10, 2010	TX 7-063-664
PeopleSoft Customer Relationship Management 8.9	February 10, 2010	TX 7-063-668
PeopleSoft Customer Relationship Management 9.0	February 10, 2010	TX 7-065-371
PeopleSoft Customer Relationship Management 9.1	February 10, 2010	TX 7-063-653
PeopleSoft Financials and Supply Chain Management 8.8	February 10, 2010	TX 7-063-688
PeopleSoft Enterprise Performance Management 8.8 SP2	February 10, 2010	TX 7-063-683
PeopleSoft Enterprise Performance Management 8.9	February 10, 2010	TX 7-063-672
PeopleSoft Enterprise Performance Management 9.0	February 10, 2010	TX 7-063-679
PeopleSoft Financials and Supply Chain Management 8.8 SP1	February 11, 2010	TX 7-065-319
PeopleSoft Financials and Supply Chain Management 8.9	February 11, 2010	TX 7-065-332
PeopleSoft Financials and Supply Chain Management 9.0	February 11, 2010	TX 7-065-354
PeopleSoft Financials and Supply Chain Management 9.1	February 11, 2010	TX 7-065-357
PeopleSoft Student Administration Solutions 8.0 SP1	February 24, 2010	TX 7-077-447
PeopleSoft Campus Solutions 8.9	February 24, 2010	TX 7-077-451
PeopleSoft Campus Solutions 9.0	February 24, 2010	TX 7-077-460
PeopleTools 8.42	March 8, 2010	TX 7-092-406
PeopleTools 8.43	March 8, 2010	TX 7-092-603
PeopleTools 8.44	March 8, 2010	TX 7-092-583
PeopleTools 8.45	March 8, 2010	TX 7-092-617
PeopleTools 8.46	March 8, 2010	TX 7-092-772
PeopleTools 8.47	March 8, 2010	TX 7-092-797
PeopleTools 8.48	March 8, 2010	TX 7-092-819
PeopleTools 8.49	March 8, 2010	TX 7-092-855
PeopleTools 8.50	March 8, 2010	TX 7-092-757

REQUEST FOR RELIEF

WHEREFORE, Rimini seeks judgment awarding it the following relief:

(a) An order declaring that, since at least July 31, 2014, Rimini has not infringed Oracle's PeopleSoft software copyrights identified in Section 28 of this Complaint;

(b) An order awarding attorneys' fees, costs, and expenses incurred in connection with this action to Rimini; and

(c) An order awarding such other and further relief as this Court deems just and proper.

DEMAND FOR JURY TRIAL

In accordance with Fed. R. Civ. P. 38(b), Plaintiff Rimini Street, Inc. demands a trial by jury on all issues so triable.

Dated this 26th day of May, 2015.

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By: /s/ W. West Allen

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CERTIFICATE OF SERVICE

I hereby certify that on May 26, 2015, I electronically transmitted the attached document to the Clerk's Office using the CM/ECF System for filing and transmittal of a Notice of Electronic Filing on the CM/ECF registrants.

/s/ Judy Estrada
An Employee of Lewis Roca Rothgerber

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